

DECLARATION AND POWER OF ATTORNEY FOR U.S. PATENT APPLICATIONS

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name,
and

I believe I am an original, first and joint inventor of the subject matter which is claimed
and for which a patent is sought on the invention entitled

**COMBRETASTATIN A-4 PHOSPHATE PRODRUG MONO- AND
DI-ORGANIC AMINE SALTS, MONO- AND DI-AMINO ACID
SALTS, AND MONO- AND DI-AMINO ACID ESTER SALTS**

the specification of which was filed on September 11, 2001 as U.S. Application Serial No.
09/950,500.

I hereby state that I have reviewed and understand the contents of the above identified
specification, including the claims.

I acknowledge my duty to disclose all information which is known by me to be material to
the patentability of this application as defined in 37 C.F.R. §1.56.

I hereby claim the benefit under 35 U.S.C. §119(a)-(d) or §365(b) of any foreign
application(s) for patent or inventor's certificate listed below and under 35 U.S.C. §365(a) of any
PCT international application(s) designating at least one country other than the United States
listed below and have also listed below any foreign application(s) for patent or inventor's
certificate or any PCT international application(s) designating at least one country other than the
United States for the same subject matter and having a filing date before that of the application
the priority of which is claimed for that subject matter:

None

I hereby claim the benefit under 35 USC §119(e) of any United States provisional
application(s) listed below:

Application No.

Filing Date

60/232,568

September 14, 2000

60/251,921

December 7, 2000

I hereby claim the benefit under 35 U.S.C. §120 of any United States application(s) listed below and under 35 U.S.C. §365(c) of any PCT international application(s) designating the United States listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in said prior application(s) in the manner required by the first paragraph of 35 U.S.C. §112, I acknowledge the duty to disclose all information known by me to be material to patentability as defined in 37 C.F.R. §1.56 which became available between the filing date(s) of the prior application(s) and the national or PCT international filing date of this application:

None

I hereby appoint the attorneys and agents associated with **Customer No. 23914**, respectively and individually, as my attorneys and agents, with full power of substitution and revocation, to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith.

Please address all communications to the address associated with **Customer No. 23914**, which is currently Marla J. Mathias, Bristol-Myers Squibb Company, Patent Department, P.O. Box 4000, Princeton, NJ 08543-4000.

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. §1001 and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

FIRST JOINT INVENTOR:

Full name : J hn J. V nlt
Signature : John J. Venit
Date : 10/23/01
(MM/DD/YY)
Citizenship : United States of America
Residence : North Brunswick, New Jersey
P.O. Address : 260 Dawes Road
North Brunswick, New Jersey 08902

SECOND JOINT INVENTOR:

Full name : Mandar V. Dall
Signature : Mandar V. Dall
Date : 10/30/01
(MM/DD/YY)
Citizenship : India
Residence : Bridgewater, New Jersey
P.O. Address : 3 Ten Broek Court
Bridgewater, New Jersey 08807

THIRD JOINT INVENTOR:

Full name : Manisha M. Dall
Signature : Manisha M. Dall
Date : 10/26/01
(MM/DD/YY)
Citizenship : India
Residence : Bridgewater, New Jersey
P.O. Address : 3 Ten Broek Court
Bridgewater, New Jersey 08807

FOURTH JOINT INVENTOR:

Full name : Yande Huang

Signature : Huang yande

Date : 10/25/01
(MM/DD/YY)

Citizenship : Chinese Peoples Republic

Residence : Belle Mead, New Jersey

P.O. Address : 803 Primrose Court
Belle Mead, New Jersey 08502

FIFTH JOINT INVENTOR:

Full name : Charles E. Dahlhelm

Signature : Charles E Dahlhelm

Date : Oct 26 , 01
(MM/DD/YY)

Citizenship : United States of America

Residence : Lawrenceville, New Jersey

P.O. Address : 64 Danielle Court
Lawrenceville, New Jersey 08648

SIXTH JOINT INVENTOR:

Full name : Ravindra W. Tejwani

Signature : R Tejwani

Date : 10/30/2001
(MM/DD/YY)

Citizenship : India

Residence : Somerset, New Jersey

P.O. Address : 575 Easton Avenue, Apt. 19-J
Somerset, New Jersey 08873

IMPORTANT: Before this declaration is signed, the patent application (the specification, the claims and this declaration) must be read and understood by each person signing it, and no changes may be made in the application after this declaration has been signed.

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

APPLICANTS: Venit *et al.*

SERIAL NUMBER: 09/950,500

EXAMINER: Not Yet Assigned

FILING DATE: September 11, 2001

ART UNIT: 1614

FOR: Combretastatin A-4 Phosphate Prodrug Mono- and Di-Organic Amine Salts, Mono- and Di-Amino Acid Salts, and Mono- and Di-Amino Acid Ester Salts

Commissioner for Patents
Washington, D.C. 20231

ASSOCIATE POWER OF ATTORNEY

An associate power of attorney is hereby granted to:

Attorney or Agent	Registration No.	Attorney or Agent	Registration No.
Kevin Ainsworth	39,586	Brian P. Hopkins	42,669
Ingrid Beattie	42,306	Shane Hunter	41,858
William Belanger	40,509	David E. Johnson	41,874
Charles E. Bell	48,128	Christina Karnakis	45,899
Naomi Biswas	38,384	Kristin E. Konzak	44,848
Bradford C. Blaise	47,429	Cynthia Kozakiewicz	42,764
Sean M. Coughlin	48,593	Barry Marenberg	40,715
David F. Crosby	36,400	A. Jason Mirabito	28,161
Christopher J. Cuneo	42,450	Michel Morency	50,183
Brett N. Dorny	35,860	Matthew Pavao	50,572
Marianne Downing	42,870	Carol H. Peters	45,010
Ivor R. Elrifi	39,529	David Poirier	43,007
Heidi A. Erlacher	45,409	Michael Renaud	44,299
Eugene A. Feher	33,171	Brian Rosenbloom	41,276
John M. Garvey	37,833	Robert J. Sayre	42,124
James G. Gatto	32,694	C. Eric Schulman	43,350
Richard Gervase	46,725	Gregory J. Sieczkiewicz	48,223
Matthew J. Golden	35,161	Janine M. Susan	46,119
Sonia K. Guterman	44,729	Howard Susser	33,556
John Harre	37,345	Nicholas P. Triano, III	36,397
Paul J. Hayes	28,307		

U.S.S.N.

09/950,500

APPLICANTS:

Venit *et al.*

all of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo PC, One Financial Center, Boston, Massachusetts 02111 as Applicant's attorneys with full power to prosecute and ~~revocation~~ to take any and all action necessary with regard to the above-identified patent.

SEP
5-14-02

Please direct all future correspondence in the above-referenced application to:

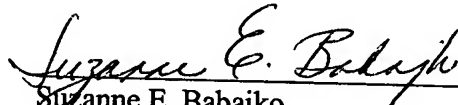
Barry J. Marenberg
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
One Financial Center
Boston, Massachusetts 02111

Address all telephone calls to Barry J. Marenberg at (617) 348-3099.

The undersigned is an attorney of record.

Respectfully submitted,

Date: May 14, 2002


Suzanne E. Babajko
Reg. No. 32,880

TRA 1664725v1